

DEAN FOODS CO
Form 4
January 03, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERNON ALAN J

(Last) (First) (Middle)
4301 BELCLAIRE AVENUE
(Street)
DALLAS, TX 75205
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEAN FOODS CO [DF]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2007

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/31/2007		A	715 A	\$ 0 (1) 1,215,581.1354	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 2. Conversion 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if 4. Transaction Number 5. Expiration Date 6. Date Exercisable and 7. Title and Amount of Underlying Security

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(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (right to buy-T0000354)	\$ 11.6934						01/14/2003 ⁽²⁾	01/14/2012	Common Stock	75
Non-Qualified Stock Option (right to buy-DV000254)	\$ 11.6934						01/14/2003 ⁽²⁾	01/14/2012	Common Stock	35
Non-Qualified Stock Option (right to buy-T0000616)	\$ 11.6934						01/14/2003 ⁽²⁾	01/14/2012	Common Stock	13
Non-Qualified Stock Option (right to buy-DV000259)	\$ 11.6934						01/14/2003 ⁽²⁾	01/14/2012	Common Stock	6
Non-Qualified Stock Option (right to buy-T0000355)	\$ 11.6934						01/14/2003 ⁽²⁾	01/14/2012	Common Stock	50
Non-Qualified Stock Option (right to buy-DV000257)	\$ 11.6934						01/14/2003 ⁽²⁾	01/14/2012	Common Stock	23
Non-Qualified Stock Option (right to buy-T0000604)	\$ 11.6934						01/14/2003 ⁽²⁾	01/14/2012	Common Stock	9
Non-Qualified Stock Option (right to buy-DV000264)	\$ 11.6934						01/14/2003 ⁽²⁾	01/14/2012	Common Stock	4
Non-Qualified Stock Option (right to buy-DF002200)	\$ 14.2466						01/06/2004 ⁽²⁾	01/06/2013	Common Stock	78

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Non-Qualified Stock Option (right to buy-DV000256)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	36
Non-Qualified Stock Option (right to buy-T0000606)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	14
Non-Qualified Stock Option (right to buy-DV000260)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	6
Non-Qualified Stock Option (right to buy-TU000143)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy-DV000261)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	5
Non-Qualified Stock Option (right to buy-TU000144)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy-DV000262)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	
Non-Qualified Stock Option (right to buy-DF003299)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	36
Non-Qualified Stock Option (right to buy-DV000253)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	17
Non-Qualified Stock Option (right to buy-T0000769)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	6
Non-Qualified Stock Option (right to buy-DV000258)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	3
	\$ 25.6821	01/31/2007 ⁽²⁾	01/13/2016		27

Non-Qualified Stock Option (right to buy-DF004888)					Common Stock	
Non-Qualified Stock Option (right to buy-DV000251)	\$ 25.6821		01/13/2007 ⁽²⁾	01/13/2016	Common Stock	12
Non-Qualified Stock Option (right to buy-NQ004887)	\$ 25.6821		01/13/2007 ⁽²⁾	01/13/2016	Common Stock	2
Non-Qualified Stock Option (right to buy-NQ004462)	\$ 25.6821		01/13/2007 ⁽²⁾	01/13/2016	Common Stock	1
Non-Qualified Stock Option (right to buy-DF005345)	\$ 30.1121		02/12/2008 ⁽²⁾	02/12/2017	Common Stock	47
Non-Qualified Stock Option (right to buy-DV000250)	\$ 30.1121		02/12/2008 ⁽²⁾	02/12/2017	Common Stock	22
Non-Qualified Stock Option (right to buy-NQ005340)	\$ 30.1121		02/12/2008 ⁽²⁾	02/12/2017	Common Stock	2
Non-Qualified Stock Option (right to buy-NQ000263)	\$ 30.1121		02/12/2008 ⁽²⁾	02/12/2017	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNON ALAN J 4301 BELCLAIRE AVENUE DALLAS, TX 75205	X			

Signatures

Alan J. Bernon 01/03/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- These are restricted shares issued under the Dean Foods Company 2007 Stock Incentive Plan in payment of fees owed for services as an
- (1) outside director. All such shares are subject to vesting in three increments, with the first vesting occurring as of the date the shares were issued.
 - (2) The shares of common stock subject to the Option became fully vested on September 28, 2007, pursuant to a separation agreement between Mr. Bernon and the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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